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June 20, 2008

RECORDATION NO. 22634-K FILED

Ms. Anne K. Quinlan, Esq., Acting Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

JUN 20 '08 -9 30 AM

SURFACE TRANSPORTATION BOARD

Re: Union Pacific Railroad Company  
Substitution of Equipment  
(UPRR 1999 B-4)

Dear Ms. Quinlan:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Partial Release of Security Interest under Lessee Mortgage Agreement dated June 20, 2008, a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The enclosed document relates to the Lessee Mortgage Agreement dated December 20, 1999 (UPRR 1999 B-4), a memorandum of which was recorded with the Surface Transportation Board on December 20, 1999 at 12:25 P.M. under Recordation Number 22634-E.

The name and address of the party to the enclosed document is as follows:

Lessee: Union Pacific Railroad Company  
1400 Douglas Street  
Omaha, Nebraska 68179  
Attention: Treasurer

The equipment covered on the date hereof by the enclosed document consists of:

2 SD9060MAC Locomotives bearing the road numbers UP 8506 and UP 8508.

A short summary of the document to appear in the index follows:

Partial Release of Security Interest under Lessee Mortgage Agreement (UPRR 1999 B-4) dated June 20, 2008, from Union Pacific Railroad Company, as Lessee.

CHAPMAN AND CUTLER LLP

A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3429.

Sincerely,

CHAPMAN AND CUTLER LLP

By   
Patrick Vining

Enclosures

1  
RECORDATION NO. 22634-K FILED

JUN 20 '08 -9 30 AM

**PARTIAL RELEASE OF SECURITY INTEREST UNDER LESSEE MORTGAGE AGREEMENT**  
**SURFACE TRANSPORTATION BOARD**

THIS PARTIAL RELEASE OF SECURITY INTEREST dated June 20, 2008 is made and entered into by the undersigned, Union Pacific Railroad Company (the "*Lessee*").

For good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Lessee hereby terminates, releases and discharges its security interest in the railroad equipment set forth on Schedule 1 attached hereto which has been deemed to have suffered an Event of Loss.

Such security interest was granted pursuant to that certain Lessee Mortgage Agreement (UPRR 1999 B-4) dated December 20, 1999 (the "*Lessee Mortgage Agreement*"), from THORENIA Verwaltungsgesellschaft mbH & Co. Vermietungs KG (the "*Lessor*"), in favor of the Lessee, as supplemented (i) a memorandum of which was duly recorded with the Surface Transportation Board on December 20, 1999 at 12:25 P.M. under Recordation Number 22634-E and (ii) a memorandum of which was deposited with the Registrar General of Canada on December 20, 1999 at 12:08 P.M. Capitalized terms used herein without definition have the meanings assigned to them in the Lessee Mortgage Agreement.

Partial Release of Security Interest under Lessee Mortgage Agreement  
(UPRR 1999 B-4)

Dated this 12th day of June, 2008.

UNION PACIFIC RAILROAD COMPANY,  
as Lessee

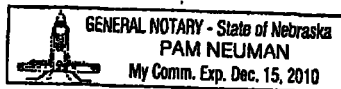
By: 

Name: Gary W. Grosz

Title: Assistant Treasurer

STATE OF NEBRASKA     )  
                                      )  
COUNTY OF DOUGLAS    )

On this 12<sup>th</sup> day of June, 2008, before me personally appeared Gary W. Grosz, to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that the foregoing instrument was signed on behalf of said company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Pam Neuman

Notary Public

[Notarial Seal]

My commission expires

12-15-2010

**SCHEDULE 1**

EQUIPMENT	QUANTITY	ROAD NUMBERS
SD9060MAC Locomotives	2	UP 8506 UP 8508

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/20/08



\_\_\_\_\_  
Robert W. Alvord